

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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| | X |
| KUEHNE & NAGEL INC., | : |
| | 13 CV 08919 (LLS) |
| Plaintiff, | : |
| -against- | AFFIRMATION OF <u>GIL BEN HORIN</u> |
| A.G.R. ESHCOL OVERSEAS, LTD., | : |
| d/b/a A.G.R. ESHCOL OVERSEAS (1993) LTD. | : |
| Defendant. | : |
| | X |

I, Gil Ben Horin, affirm as follows:

1. I am a resident and citizen of Israel and the President of AGR Eshcol Overseas LTD. ("AGR"). AGR is an Israeli corporation with its sole office in Tel Aviv, Israel.
2. AGR is in the business of arranging charter air freight flights in the Middle East. AGR generally charges customers on a per flight basis.
3. AGR USA Corp. ("AGR US") was a New York corporation that was formed on October 9, 2012, for possible business in the hazardous packing and transportation business. AGR US was never able to do any business, and was dissolved on July 24, 2013.
4. In mid-2012, Mr. John Hextall, a Kuehne + Nagel Inc. ("KN") manager whom I knew personally from past business dealings in Israel when I worked for another company, invited me to visit him at KN's Jersey City, New Jersey office for a social meeting. During that discussion, I told Mr. Hextall about AGR's charter air business.

5. Subsequently, a representative of KN met with me in my office in Israel to see if AGR could assist KN in connection with a potential project involving the removal of U.S. military equipment in Afghanistan through Dubai, United Arab Emirates and through Jordan.

6. Following that meeting in Israel Mr. Hextall asked me to contact Mr. Rick Ramachandan of KN concerning the Afghanistan project, and I did so.

7. In response to Mr. Ramachandan's request, I attended a meeting with KN in Washington, D.C.

8. Mr. Barak Pilarski is a contact of AGR based in Aqaba, Jordan. Mr. Pilarski is very familiar with arranging shipments into and out of Dubai and Jordan.

9. After the meeting in Washington, Mr. Ramachandan asked AGR to provide rates for certain non-charter services different from the full flight charter services AGR generally provides. I suggested that Mr. Pilarski's company, BMP LTD. ("BMP"), which has its main office in Shoham, Israel, could be utilized for such services. AGR had previously used BMP as a subcontractor for non-charter projects.

10. KN understood that BMP would be acting as a subcontractor of AGR and performing the day to day operations required by KN under its agreement with American President Lines. In fact, all of KN's communications, quotations, updates and follow up related to the performance of this project were with Mr. Barak.

11. As AGR's subcontractor, BMP utilized the services of DFS (Middle East) to, in the words of paragraph 13 of KN's complaint, "provide on- ground support, including the weighing of the cargo, and actual air transportation". DFS (Middle East) is based in Dubai.

12. The flights which AGR arranged were only for the removal of equipment from Afghanistan to Dubai or to Jordan, and none of those flights were to the U.S.

13. As I subsequently learned, it appears that as a result of collusion among individuals in Israel, Dubai and Afghanistan, and without the knowledge of anyone employed by AGR, the weight of the cargo actually shipped by DFS (Middle East) was overstated.

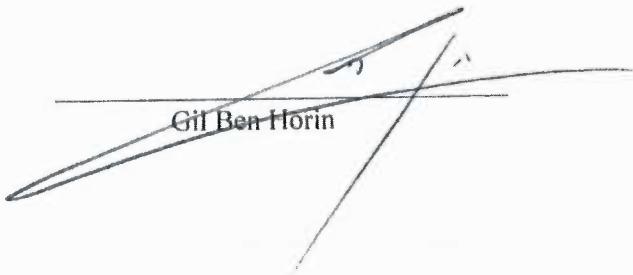
14. I also subsequently learned that, without the knowledge or approval of AGR, those involved in this conduct used air waybills that had been printed up under the name of AGR US., a non-operating company that never did any business, and had no involvement whatsoever any of these transactions. Mr. Barak told me that he used AGR US waybills at KN's request in order to avoid disclosure of the involvement of an Israeli company, as entities operating in Dubai could get in trouble with the authorities there for doing so.

15. Other than one meeting in Washington, DC, which was held there at KN's request, to the best of my knowledge no one from AGR had any contact with the U.S. with respect to any of the matters alleged in KN's complaint.

16. I have attached hereto as Exhibit A true portions of the publicly available websites of KN and DFS concerning their operations, which are cited in AGR's memorandum.

I declare under penalty of perjury that the foregoing is true and correct, to the best of my knowledge, information and belief.

Dated: Tel Aviv, Israel
January 30, 2014



Gil Ben Horin

EXHIBIT A

About Us

Over our 120 year history, Kuehne + Nagel has evolved from a traditional international freight forwarder to a leading global provider of innovative and fully integrated supply chain solutions.

Since 1890, when the business was founded in Bremen, Germany, by August Kuehne and Friedrich Nagel, Kuehne + Nagel has grown into one of the world's leading logistics providers. Today, the Kuehne + Nagel Group has more than 1000 offices in over 100 countries, with over 63,000 employees. Our key business activities and market position are built on the company's truly world class capabilities:

Seafreight:

- Number 1 global seafreight forwarder
- Sustained year-on-year double digit growth in managed freight
- Solid partnerships with an extensive range of preferred ocean carriers

Airfreight:

- Number 3 global air cargo forwarder
- Leader in innovative cargo management concepts
- Global Cargo 2000 Phase 2 certification

Contract Logistics & Integrated Logistics:

- Top 3 global contract logistics provider
- Worldwide network of warehouse and distribution facilities
- Number 1 global lead logistics provider

Road & Rail Logistics:

- European Top 6 provider
- Pan-European overland transportation capabilities, including dedicated and individual delivery services
- Close partnerships with best-in-class carriers

We provide logistics services to virtually all key industry sectors including:

- Aerospace
- Automotive
- FMCG
- High Tech
- Industrials
- Oil & Gas Logistics
- Pharma & Healthcare

1/9/2014

Kuehne + Nagel: Locations

The Global Logistics Network

| Office Locations | Africa | Asia Pacific | Europe | Middle East |
|-------------------|-----------------|----------------------|-----------------|-------------|
| Angola | Afghanistan | Albania | Azerbaijan | |
| Equatorial Guinea | Australia | Austria | Bahrain | |
| Kenya | Bangladesh | Belarus | Egypt | |
| Mauritius | Cambodia | Belgium | Iran | |
| Morocco | China | Bosnia & Herzegovina | Iraq | |
| Mozambique | Hong Kong/China | Bulgaria | Israel | |
| Namibia | India | Croatia | Georgia | |
| Nigeria | Indonesia | Cyprus | Jordan | |
| Réunion | Japan | Czech Republic | Kazakhstan | |
| South Africa | Korea | Denmark | Kuwait | |
| Tanzania | Macau/China | Estonia | Lebanon | |
| Uganda | Malaysia | Finland | Qatar | |
| Zambia | Maldives | France | Saudi Arabia | |
| Zimbabwe | Myanmar | Germany | Turkey | |
| | New Zealand | Greece | Turkmenistan | |
| | Pakistan | Hungary | United Arab | |
| | Philippines | Ireland | Emirates | |
| | Singapore | Italy | Uzbekistan | |
| | Sri Lanka | Latvia | North America | |
| | Taiwan | Lithuania | Canada | |
| | Thailand | Luxembourg | Mexico | |
| | Vietnam | Macedonia | United States | |
| | | Malta | South & Central | |
| | | Netherlands | America | |
| | | Norway | Argentina | |
| | | Poland | Bolivia | |
| | | Portugal | Brazil | |
| | | Romania | Chile | |
| | | Russian Federation | Colombia | |
| | | Serbia | Costa Rica | |
| | | Slovak Republic | Cuba | |
| | | Slovenia | Ecuador | |
| | | Spain | El Salvador | |
| | | Sweden | Guatemala | |
| | | Switzerland | Honduras | |
| | | United Kingdom | Nicaragua | |
| | | | Panama | |

1/9/2014

AboutUS

This Site: DFS Middle East F.Z.



About Us

DFS Middle East was established in 2003 to support existing global clients. We have continued to add services to our portfolio to include; Air Charter, Cargo Charter, Passenger Charter Services, Ground Handling Services and Procurement. Combined, these services offer our customers more options, added value and a complete end to end solution.

Our specialized services are recognized as some of the most innovative in the region. We work alongside Governments, Militaries, NGO's, Airlines and Commercial companies to get cargo and people when and where needed. We constantly succeed in delivering time critical and cost effective solutions for our clients.

Having people on the ground in some of the most inhospitable environments across the region gives us a unique edge and understanding of the real issues and requirements of getting the job done.

Anything, anywhere, anytime sounds like a marketing line but it's exactly what we do.

Globally, DFS Middle East is a member of the worldwide Diplomat Group of Companies, headquartered in Annapolis, USA with associated offices in the United Kingdom, Canada, Iraq, Afghanistan, Pakistan, Colombia and Indonesia. Combined with an affiliated global network of contractors and agents this global support gives us the resources and experience needed when the going gets tough contact us.

Click on the video above to see DFS Mid action.



INNOVATIVE TRANSPORT SOLUTIONS

DFS MIDDLE EAST FZE, BUILDING 4W, OFFICE 401, DUBAI AIRPORT FREE ZONE,
P.O. BOX 54505, DUBAI, UNITED ARAB EMIRATES



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